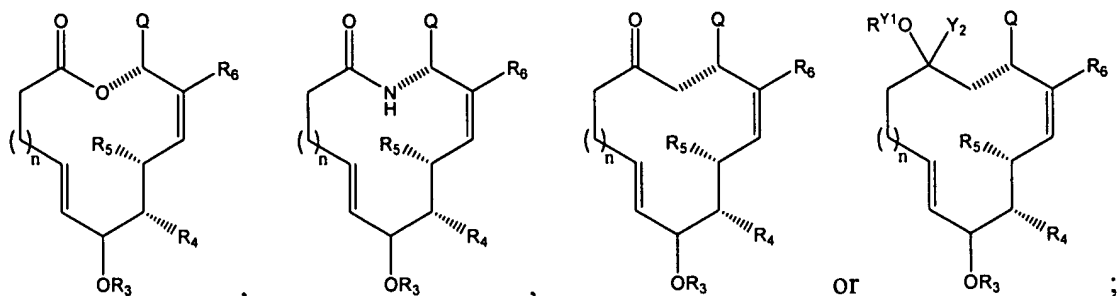



## AMENDMENTS TO THE SPECIFICATION


1. Please amend paragraph [0176] on pages 39-40 as follows:

**[0176] I) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein  $R_3$ - $R_6$ ,  $n$  and  $Q$  are as defined in classes and subclasses herein; and  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments,  $R_3$  is methyl. In certain other embodiments,  $R_5$  and  $R_6$  are independently lower alkyl. In certain exemplary embodiments,  $R_5$  and  $R_6$  are each methyl. In certain embodiments,  $n$  is 3. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the carbon atom to which it is attached forms a

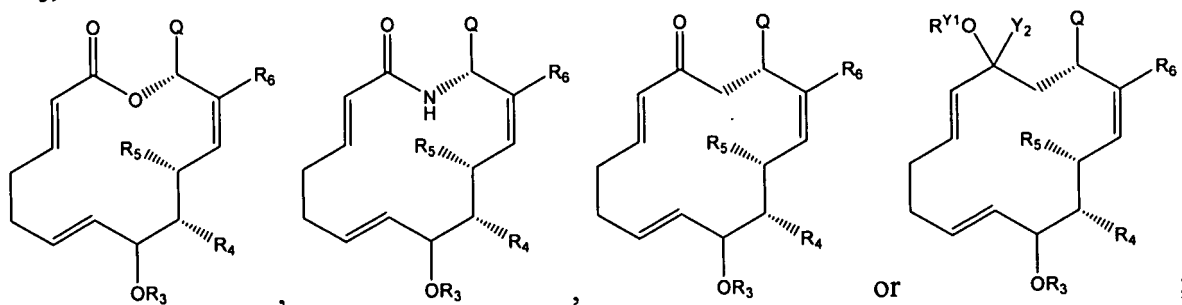
moiety having the structure: . In certain embodiments,  $R_4$  is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments,  $R_4$  is fluorine. In certain other embodiments,  $R_4$  is F, OH, OAc,  $NH_2$  or  $R_4$ , taken together with the carbon atom to

which it is attached forms a moiety having the structure: . In certain exemplary embodiments,  $Q$  is hydrogen or a carbonyl-containing moiety. In certain exemplary embodiments,  $Q$  is hydrogen. In certain exemplary embodiments,  $Y_2$  is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or methyl substituted with one or more halogen atoms selected

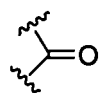
from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or  $CF_3$ . ~~In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or lower alkoxy. In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or methoxy. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methoxy.~~ In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or lower alkyl. In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or methyl. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methyl.

2. Please amend paragraph [0177] on pages 40-41 as follows:

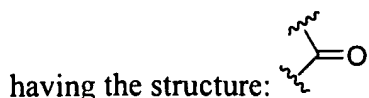
[0177] **II) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein  $R_3$ - $R_6$  and  $Q$  are as defined in classes and subclasses herein; and  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments,  $R_3$  is methyl. In certain other embodiments,  $R_5$  and  $R_6$  are independently lower alkyl. In certain exemplary embodiments,  $R_5$  and  $R_6$  are each methyl. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the carbon atom to which it is attached forms a moiety having the structure:



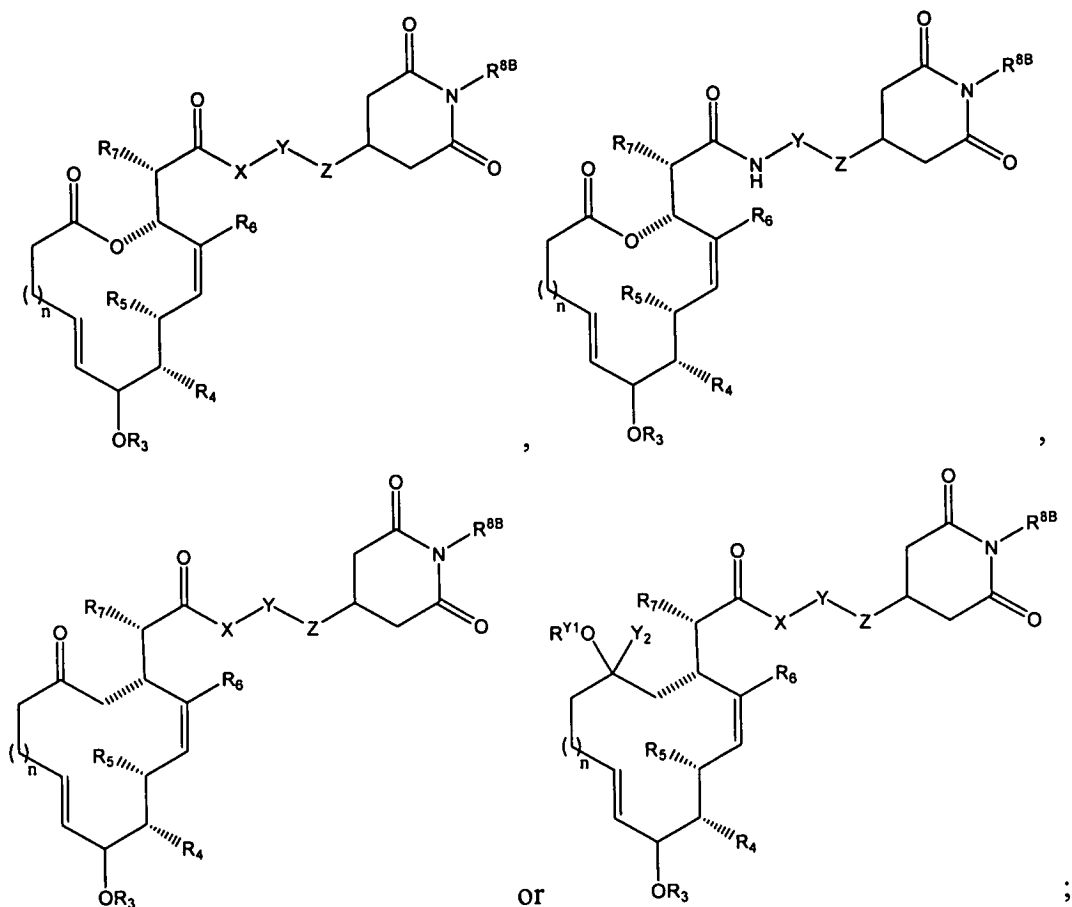
. In certain embodiments,  $R_4$  is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments,  $R_4$  is fluorine. In certain other embodiments,  $R_4$  is F, OH, OAc,  $NH_2$  or  $R_4$ , taken together with the carbon atom to which it is attached forms a moiety



. In certain exemplary embodiments, Q is hydrogen or a carbonyl-containing moiety. In certain exemplary embodiments, Q is hydrogen. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy.~~ In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.

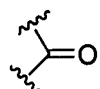
3. Please amend paragraph [0180] on pages 43-45 as follows:

[0180] **III) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein  $R_3$ - $R_6$  and  $n$  are as defined in classes and subclasses herein;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety;  $R^{8B}$  is hydrogen or lower alkyl; and  $X$ ,  $Y$  and  $Z$  are independently a bond,  $-O-$ ,  $-S-$ ,  $-C(=O)-$ ,  $-NR^{Z1}-$ ,  $-CHOR^{Z1}$ ,  $-CHNR^{Z1}R^{Z2}$ ,  $C=S$ ,  $C=N(R^{Y1})$  or  $-CH(Hal)$ ; or a substituted or unsubstituted  $C_{0-6}$ alkylidene or  $C_{0-6}$ alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by  $CO$ ,  $CO_2$ ,  $COCO$ ,  $CONR^{Z1}$ ,  $CONR^{Z1}$ ,  $NR^{Z1}NR^{Z2}$ ,  $NR^{Z1}NR^{Z2}CO$ ,  $NR^{Z1}CO$ ,  $NR^{Z1}CO_2$ ,  $NR^{Z1}CONR^{Z2}$ ,  $SO$ ,  $SO_2$ ,  $NR^{Z1}SO_2$ ,  $SO_2NR^{Z1}$ ,  $NR^{Z1}SO_2NR^{Z2}$ ,  $O$ ,  $S$ , or  $NR^{Z1}$ ; wherein  $Hal$  is a halogen selected from  $F$ ,  $Cl$ ,  $Br$  and  $I$ ; and each occurrence of  $R^{Z1}$  and  $R^{Z2}$  is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; or  $R^{Z1}$  and  $R^{Z2}$ , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety; and pharmaceutically acceptable derivatives thereof. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an oxygen protecting group. In

certain exemplary embodiments,  $R_3$  is methyl. In certain other embodiments,  $R_5$  and  $R_6$  are independently lower alkyl. In certain exemplary embodiments,  $R_5$  and  $R_6$  are each methyl. In certain embodiments,  $n$  is 3. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the carbon atom to which it is attached forms a moiety having the structure:



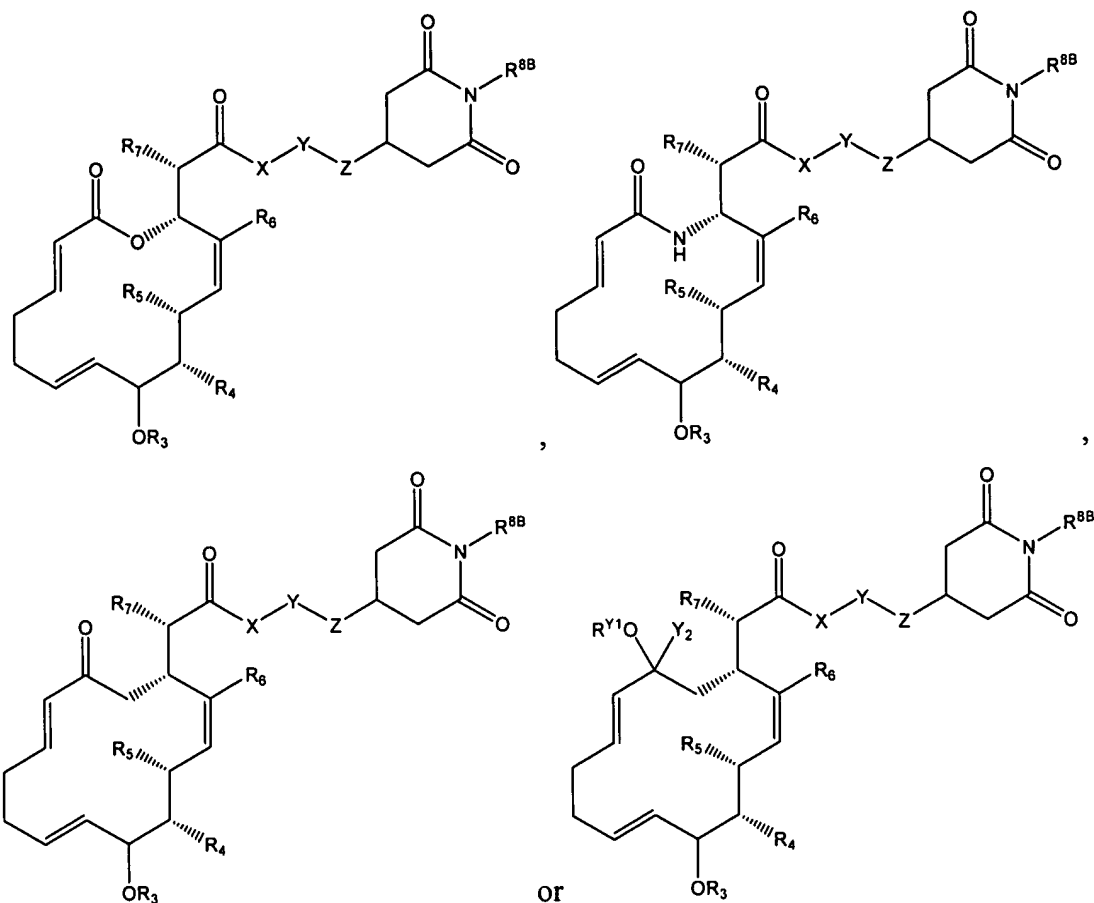
. In certain embodiments,  $R_4$  is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments,  $R_4$  is fluorine. In certain other embodiments,  $R_4$  is F, OH, OAc,  $NH_2$  or  $R_4$ , taken together with the carbon atom to which it is attached forms a moiety



having the structure: . In certain other embodiments,  $R_7$  is methyl. In certain other embodiments,  $X$  and  $Z$  are each  $CH_2$  and  $Y$  is  $-CHOH$ ,  $-CHNH_2$  or  $-CHF$ . In certain other embodiments,  $R^{8B}$  is hydrogen, methyl or ethyl. In certain exemplary embodiments,  $Y_2$  is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or  $CF_3$ . ~~In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or lower alkoxy. In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or methoxy. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methoxy.~~ In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or lower alkyl. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methyl.


4. Please amend paragraph [0181] on pages 45-47 as follows:

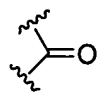
[0181] **IV) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein  $R_3$ - $R_6$  are as defined in classes and subclasses herein;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety;  $R^{8B}$  is hydrogen or lower alkyl; and  $X$ ,  $Y$  and  $Z$  are independently a bond, -O-, -S-, -C(=O)-, -NR<sup>Z1</sup>-, -CHOR<sup>Z1</sup>-, -CHNR<sup>Z1</sup>R<sup>Z2</sup>-, C=S, C=N(R<sup>Y1</sup>) or -CH(Hal); or a substituted or unsubstituted C<sub>0-6</sub>alkylidene or C<sub>0-6</sub>alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO<sub>2</sub>, COCO, CONR<sup>Z1</sup>, OCONR<sup>Z1</sup>, NR<sup>Z1</sup>NR<sup>Z2</sup>, NR<sup>Z1</sup>NR<sup>Z2</sup>CO, NR<sup>Z1</sup>CO, NR<sup>Z1</sup>CO<sub>2</sub>, NR<sup>Z1</sup>CONR<sup>Z2</sup>, SO, SO<sub>2</sub>, NR<sup>Z1</sup>SO<sub>2</sub>, SO<sub>2</sub>NR<sup>Z1</sup>, NR<sup>Z1</sup>SO<sub>2</sub>NR<sup>Z2</sup>, O, S, or NR<sup>Z1</sup>; wherein Hal is a halogen selected from F, Cl, Br and I; and each occurrence of  $R^{Z1}$  and  $R^{Z2}$  is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; or  $R^{Z1}$  and  $R^{Z2}$ , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety; and pharmaceutically acceptable derivatives thereof. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an oxygen protecting group. In

certain exemplary embodiments,  $R_3$  is methyl. In certain other embodiments,  $R_5$  and  $R_6$  are independently lower alkyl. In certain exemplary embodiments,  $R_5$  and  $R_6$  are each methyl. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the carbon atom to

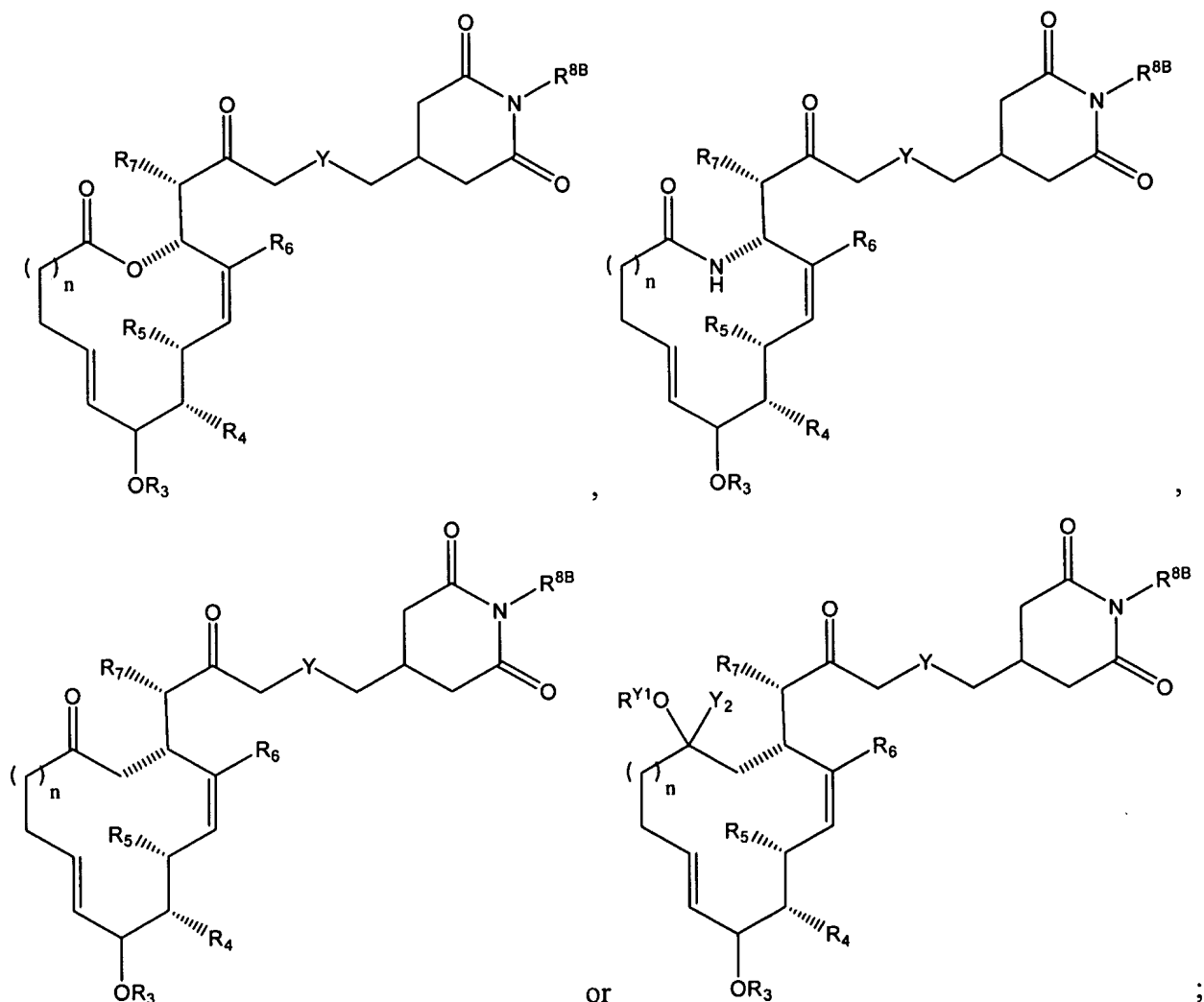
which it is attached forms a moiety having the structure: . In certain embodiments,  $R_4$  is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments,  $R_4$  is fluorine. In certain other embodiments,  $R_4$  is F, OH, OAc,  $NH_2$  or  $R_4$ , taken together with the carbon atom to which it is attached forms a moiety having the structure:



. In certain other embodiments,  $R_7$  is methyl. In certain other embodiments, X and Z are each  $CH_2$  and Y is  $-CHOH$ ,  $-CHNH_2$  or  $-CHF$ . In certain other embodiments,  $R^{8B}$  is hydrogen, methyl or ethyl. In certain exemplary embodiments,  $Y_2$  is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or  $CF_3$ . ~~In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or lower alkoxy. In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or methoxy. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methoxy.~~ In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or lower alkyl. In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or methyl. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methyl.

5. Please amend paragraph [0183] on pages 48-50 as follows:


[0183] **V) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**




wherein  $R_3$ - $R_6$  and  $n$  are as defined in classes and subclasses herein;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety;  $R^{8B}$  is hydrogen or lower alkyl; and  $Y$  is  $-CHOR^{Y1}$ ,  $-CHNR^{Y1}R^{Y2}$ ,  $C=O$ ,  $C=S$ ,  $C=N(R^{Y1})$  or  $-CH(Hal)$ ; wherein  $Hal$  is a halogen selected from F, Cl, Br and I; and  $R^{Y1}$  and  $R^{Y2}$  are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or  $R^{Y1}$  and  $R^{Y2}$ , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an



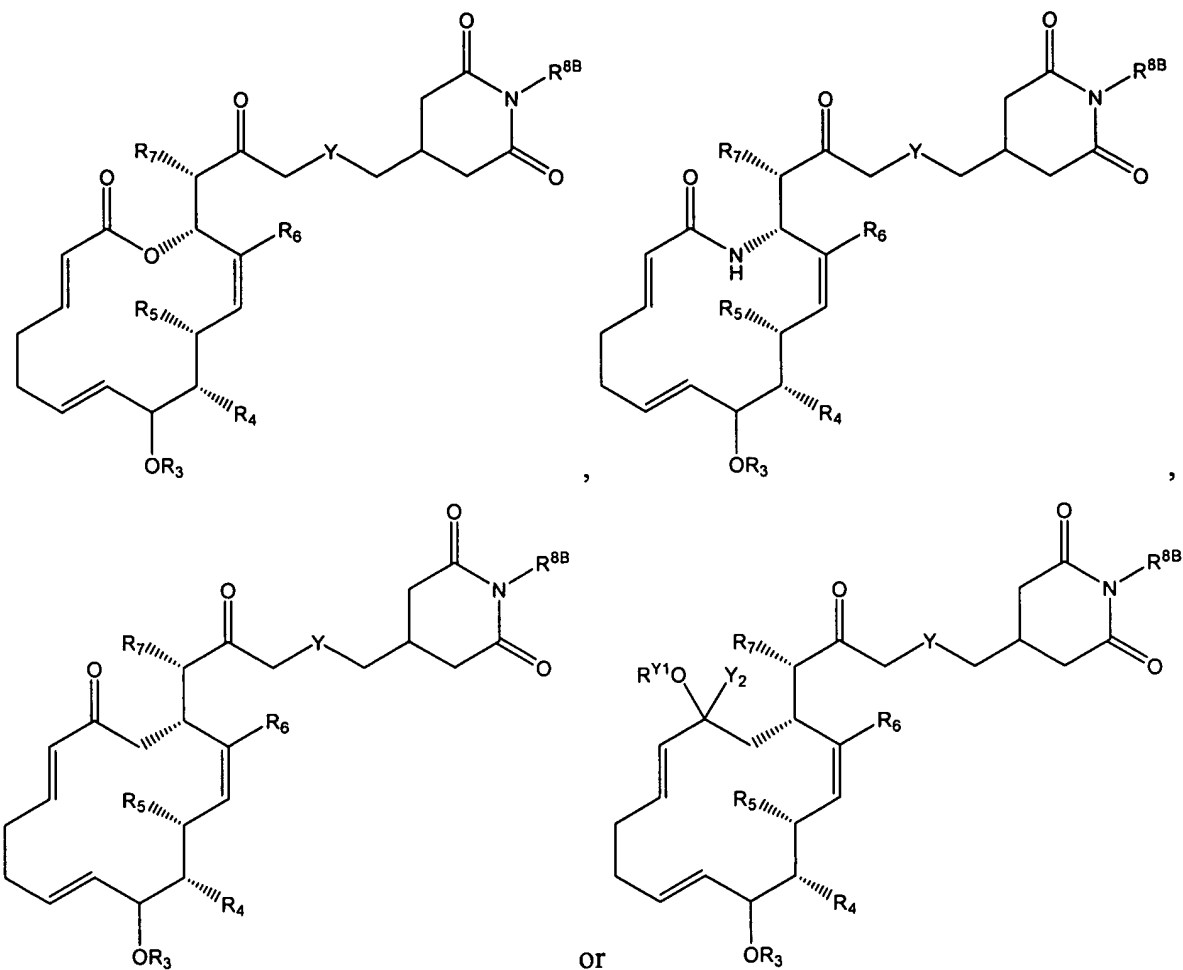
oxygen protecting group. In certain exemplary embodiments,  $R_3$  is methyl. In certain other embodiments,  $R_5$  and  $R_6$  are independently lower alkyl. In certain exemplary embodiments,  $R_5$  and  $R_6$  are each methyl. In certain embodiments,  $n$  is 3. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the carbon atom to which it is attached forms a

moiety having the structure: . In certain embodiments,  $R_4$  is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments,  $R_4$  is fluorine. In certain other embodiments,  $R_4$  is F, OH, OAc,  $NH_2$  or  $R_4$ , taken together with the carbon atom to

which it is attached forms a moiety having the structure: . In certain other embodiments,  $R_7$  is methyl. In certain other embodiments,  $Y$  is  $-CHOH$ ,  $-CHNH_2$  or  $-CHF$ . In certain other embodiments,  $R^{8B}$  is hydrogen, methyl or ethyl. In certain exemplary embodiments,  $Y_2$  is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or  $CF_3$ . ~~In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or lower alkoxy. In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or methoxy. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methoxy.~~ In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or lower alkyl. In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or methyl. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methyl.


6. Please amend paragraph [0184] on pages 50-53 as follows:

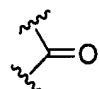
**[0184] VI) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein  $R_3$ - $R_6$  are as defined in classes and subclasses herein;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety;  $R^{8B}$  is hydrogen or lower alkyl; and  $Y$  is  $-\text{CHOR}^{Y1}$ ,  $-\text{CHNR}^{Y1}\text{R}^{Y2}$ ,  $\text{C}=\text{O}$ ,  $\text{C}=\text{S}$ ,  $\text{C}=\text{N}(\text{R}^{Y1})$  or  $-\text{CH}(\text{Hal})$ ; wherein Hal is a halogen selected from F, Cl, Br and I; and  $R^{Y1}$  and  $R^{Y2}$  are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or  $R^{Y1}$  and  $R^{Y2}$ , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments,  $R_3$  is methyl. In certain other embodiments,  $R_5$  and  $R_6$  are independently lower alkyl. In certain exemplary embodiments,  $R_5$  and  $R_6$  are each methyl. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $\text{NR}^{4A}\text{R}^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or

R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to

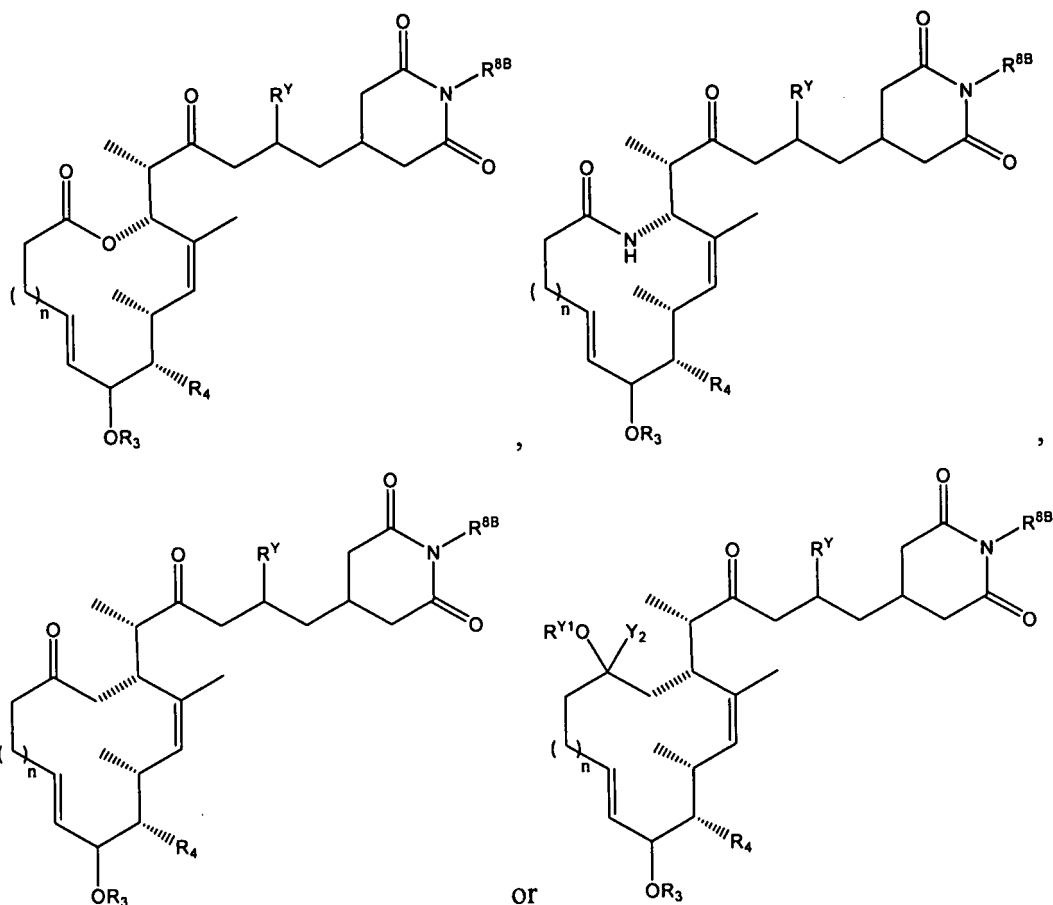
which it is attached forms a moiety having the structure: . In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the structure:



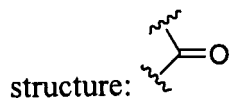
. In certain other embodiments, R<sub>7</sub> is methyl. In certain other embodiments, Y is –CHOH, –CHNH<sub>2</sub> or –CHF. In certain other embodiments, R<sup>8B</sup> is hydrogen, methyl or ethyl. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy. In certain exemplary~~ embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.

7. Please amend paragraph [0185] on pages 53-55 as follows:

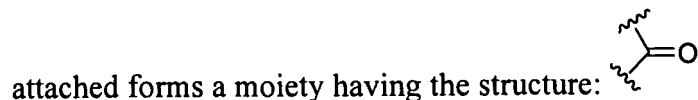
[0185] ***VII) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):***



wherein  $n$ ,  $R_3$  and  $R_4$  are as defined in classes and subclasses herein;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R^{8B}$  is hydrogen or lower alkyl; and  $R^Y$  is hydrogen, halogen,  $-OR^{Y1}$  or  $-NR^{Y1}NR^{Y2}$ ; wherein  $R^{Y1}$  and  $R^{Y2}$  are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or  $R^{Y1}$  and  $R^{Y2}$ , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments,  $R_3$  is methyl. In certain embodiments,  $n$  is 3. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the carbon atom to which it is attached forms a moiety having the



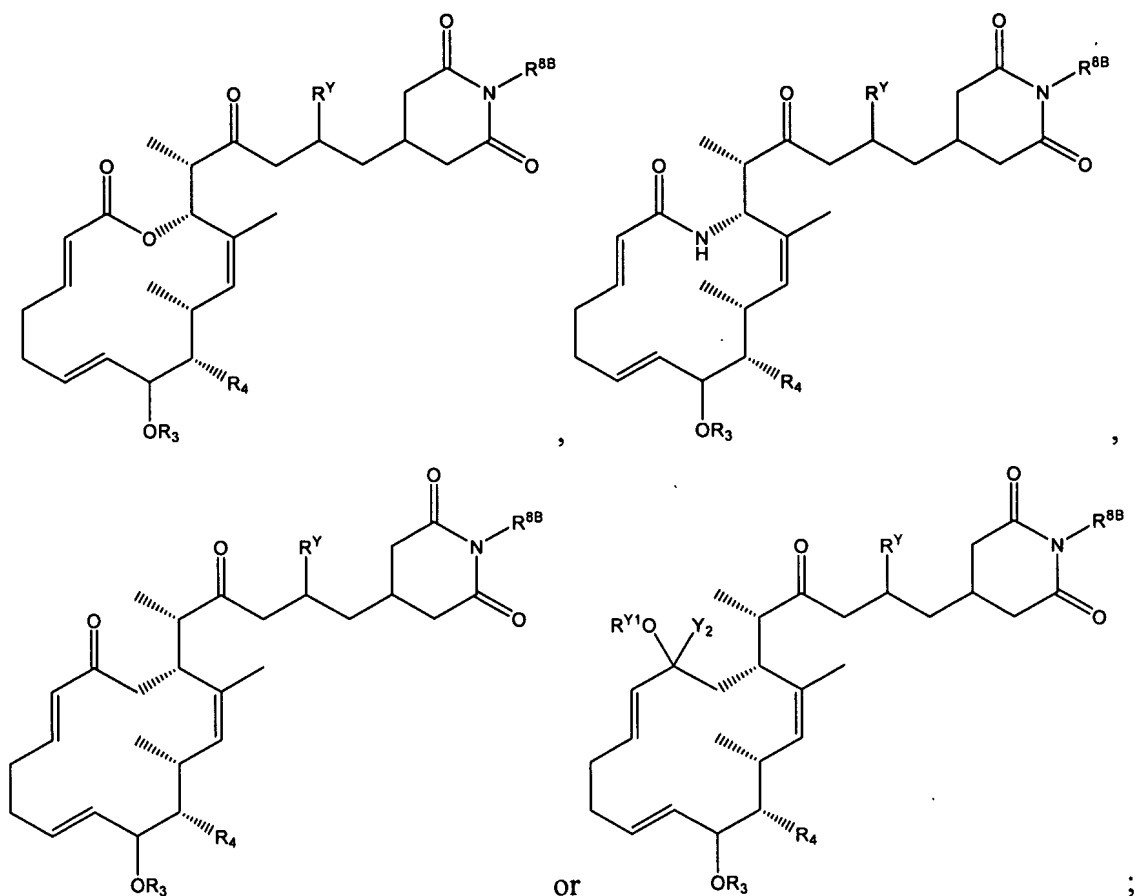
. In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is




. In certain other embodiments, R<sup>Y</sup> is OH, NH<sub>2</sub> or halogen (e.g., F). In certain other embodiments, R<sup>8B</sup> is hydrogen, methyl or ethyl. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy. In certain exemplary~~  
embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.

8. Please amend paragraph [0186] on pages 55-57 as follows:


[0186] ***VIII) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):***



wherein  $R_3$  and  $R_4$  are as defined in classes and subclasses herein;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R^{8B}$  is hydrogen or lower alkyl; and  $R^Y$  is hydrogen, halogen,  $-OR^{Y1}$  or  $-NR^{Y1}NR^{Y2}$ ; wherein  $R^{Y1}$  and  $R^{Y2}$  are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or  $R^{Y1}$  and  $R^{Y2}$ , taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments,  $R_3$  is methyl. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the

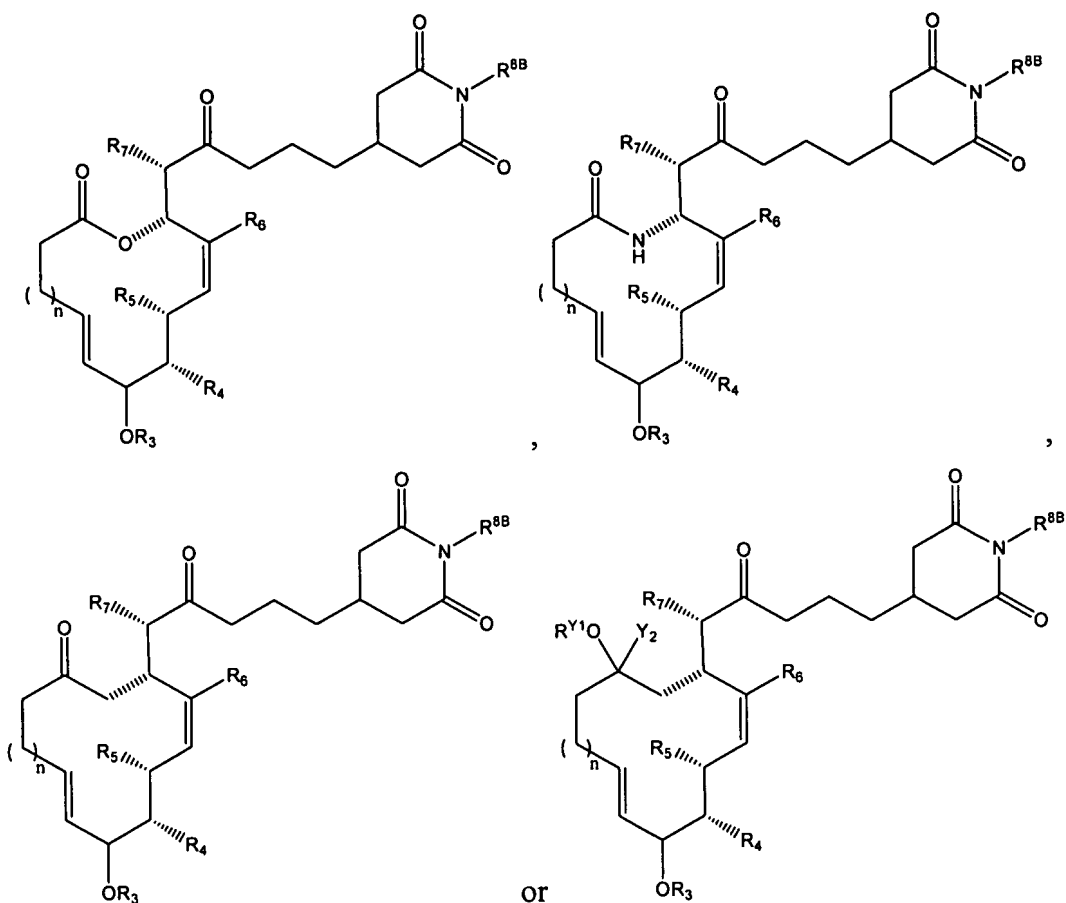
carbon atom to which it is attached forms a moiety having the structure: . In certain embodiments,  $R_4$  is a halogen selected from fluorine, chlorine, bromine and iodine. In certain

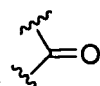
exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the

structure: . In certain other embodiments, R<sup>Y</sup> is OH, NH<sub>2</sub> or halogen (e.g., F). In certain other embodiments, R<sup>8B</sup> is hydrogen, methyl or ethyl. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.~~

9. Please amend paragraph [0187] on pages 57-59 as follows:

**[0187] IX) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein  $R_3$ - $R_6$  and  $n$  are as defined in classes and subclasses herein;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; and  $R^{8B}$  is hydrogen or lower alkyl. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments,  $R_3$  is methyl. In certain other embodiments,  $R_5$  and  $R_6$  are independently lower alkyl. In certain exemplary embodiments,  $R_5$  and  $R_6$  are each methyl. In certain embodiments,  $n$  is 3. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the carbon atom to which it is attached forms a moiety having the structure: . In certain



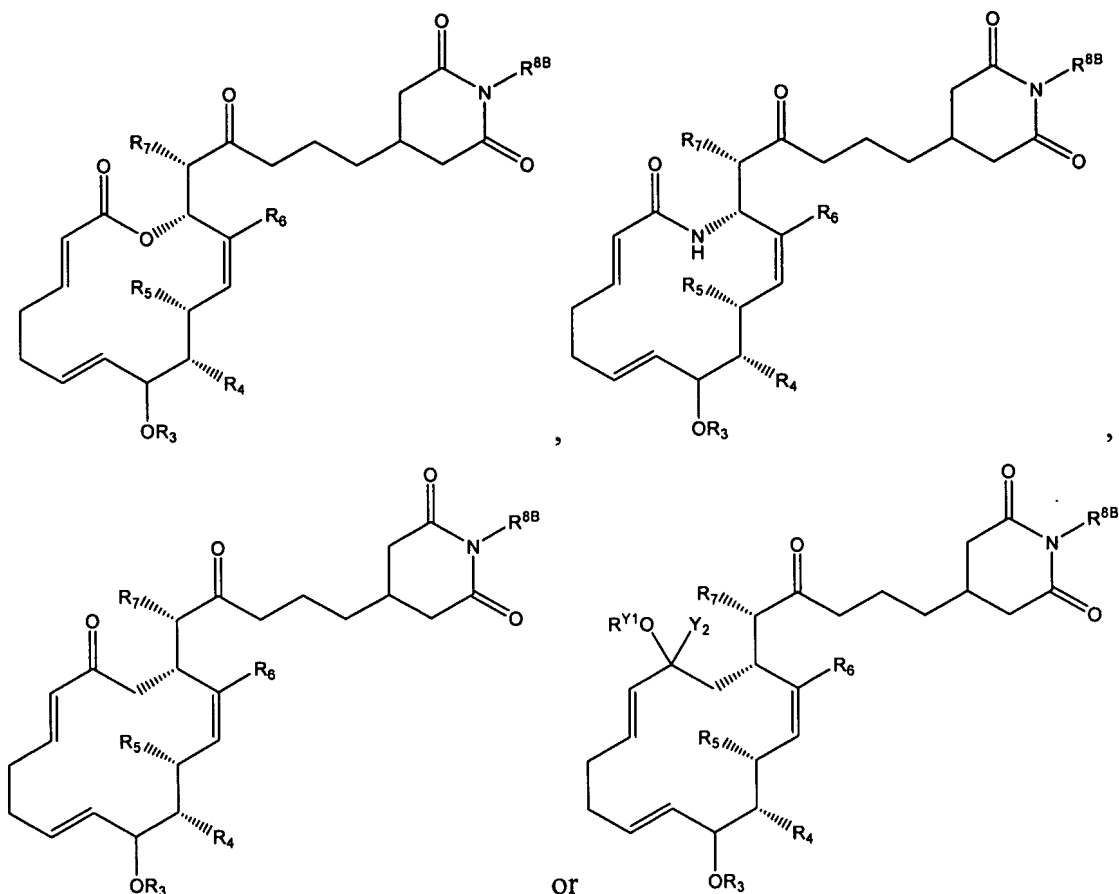
embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the



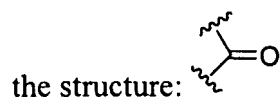
. In certain other embodiments, R<sub>7</sub> is methyl. In certain other embodiments, R<sup>8B</sup> is hydrogen, methyl or ethyl. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary~~  
~~embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and~~  
~~R<sup>Y1</sup> is methoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain~~  
exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is  
CF<sub>3</sub> and R<sup>Y1</sup> is methyl.

10. Please amend paragraph [0188] on pages 59-61 as follows:

[0188]       X)     *Compounds of the formula (and pharmaceutically acceptable derivatives thereof):*




wherein  $R_3$ - $R_6$  are as defined in classes and subclasses herein;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; and  $R^{8B}$  is hydrogen or lower alkyl. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments,  $R_3$  is methyl. In certain other embodiments,  $R_5$  and  $R_6$  are independently lower alkyl. In certain exemplary embodiments,  $R_5$  and  $R_6$  are each methyl. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the carbon atom to which it is attached forms a moiety having



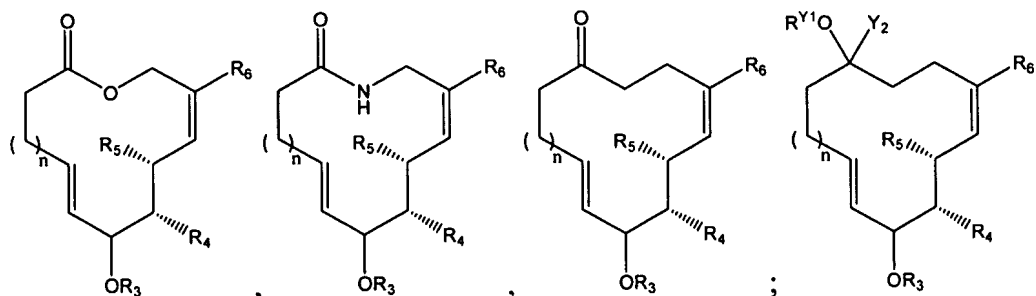
. In certain embodiments,  $R_4$  is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments,  $R_4$  is fluorine. In certain other

embodiments,  $R_4$  is F, OH, OAc,  $NH_2$  or  $R_4$ , taken together with the carbon atom to which it is


attached forms a moiety having the structure: . In certain other embodiments,  $R_7$  is methyl. In certain other embodiments,  $R^{8B}$  is hydrogen, methyl or ethyl. In certain exemplary embodiments,  $Y_2$  is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or  $CF_3$ . ~~In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or lower alkoxy. In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or methoxy. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methoxy.~~ In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or lower alkyl. In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or methyl. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methyl.

11. Please amend paragraph [0189] on pages 61-62 as follows:

[0189] **XI) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein  $R_3$ - $R_6$  and  $n$  are as defined in classes and subclasses herein; and  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments,  $R_3$  is methyl. In certain other embodiments,  $R_5$  and  $R_6$  are independently lower alkyl. In certain exemplary embodiments,  $R_5$  and  $R_6$  are each methyl. In certain embodiments,  $n$  is 3. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the

moiety having the structure: . In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to

12. Please amend paragraph [0190] on pages 62-64 as follows:

Chemical structures 1, 2, and 3, and an alternative structure for the R<sub>5</sub> group.

Structure 1: A bicyclic system with a ketone group (C=O) and an ester group (-O-). Substituents include R<sub>6</sub>, R<sub>5</sub> (with a dashed bond), R<sub>4</sub> (with a dashed bond), and OR<sub>3</sub>.

Structure 2: A bicyclic system with a ketone group (C=O) and an amide group (-NH-). Substituents include R<sub>6</sub>, R<sub>5</sub> (with a dashed bond), R<sub>4</sub> (with a dashed bond), and OR<sub>3</sub>.

Structure 3: A bicyclic system with a ketone group (C=O). Substituents include R<sub>6</sub>, R<sub>5</sub> (with a dashed bond), R<sub>4</sub> (with a dashed bond), and OR<sub>3</sub>.

Alternative structure for R<sub>5</sub>: A bicyclic system with a ketone group (C=O) and a quaternary carbon atom bonded to R<sup>Y1</sup>O and Y<sub>2</sub>. Substituents include R<sub>6</sub>, R<sub>5</sub> (with a dashed bond), R<sub>4</sub> (with a dashed bond), and OR<sub>3</sub>.

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embodiments,  $R_5$  and  $R_6$  are independently lower alkyl. In certain exemplary embodiments,  $R_5$  and  $R_6$  are each methyl. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the carbon atom to which it is attached forms a moiety having the structure:



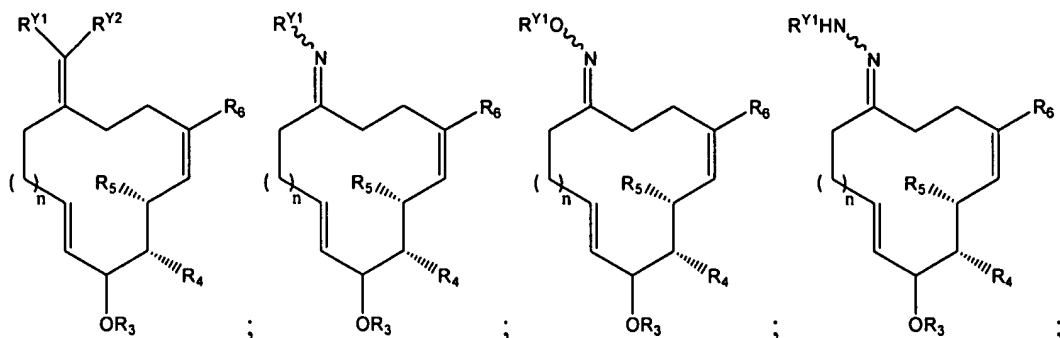
. In certain embodiments,  $R_4$  is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments,  $R_4$  is fluorine. In certain other embodiments,  $R_4$  is F, OH, OAc,  $NH_2$  or  $R_4$ , taken together with the carbon atom to which it is attached forms a moiety



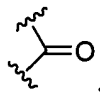
having the structure: . In certain exemplary embodiments,  $Y_2$  is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or  $CF_3$ . ~~In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or lower alkoxy. In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or methoxy. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methoxy.~~ In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or lower alkyl. In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or methyl. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methyl.


13. Please amend paragraph [0191] on pages 64-65 as follows:

**[0191] *XIII) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):***



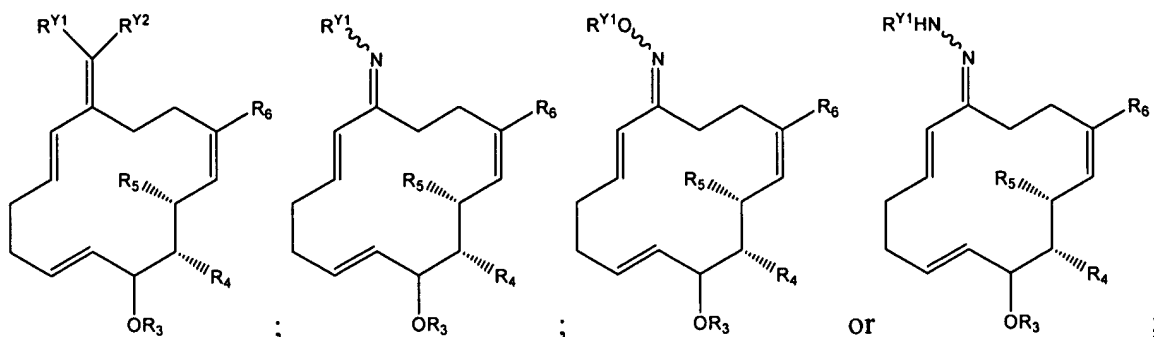
wherein  $R_3$ - $R_6$  and  $n$  are as defined in classes and subclasses herein; and  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl. In certain embodiments,  $R_3$  is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments,  $R_3$  is methyl. In certain other embodiments,  $R_5$  and  $R_6$  are independently lower alkyl. In certain exemplary embodiments,  $R_5$  and  $R_6$  are each methyl. In certain embodiments,  $n$  is 3. In certain embodiments,  $R_4$  is halogen, hydroxyl, lower alkoxy, acyloxy or  $NR^{4A}R^{4B}$ , wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or  $R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the carbon atom to which it is attached forms a

moiety having the structure: . In certain embodiments,  $R_4$  is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments,  $R_4$  is fluorine. In certain other embodiments,  $R_4$  is F, OH, OAc,  $NH_2$  or  $R_4$ , taken together with the carbon atom to

which it is attached forms a moiety having the structure: . In certain exemplary embodiments,  $Y_2$  is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or  $CF_3$ . ~~In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or lower alkoxy. In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or methoxy. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methoxy.~~ In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or lower alkyl. In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or methyl. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methyl.

14. Please amend paragraph [0192] on pages 65-66 as follows:

[0192] **XIV) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein R<sub>3</sub>-R<sub>6</sub> are as defined in classes and subclasses herein; and Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the structure:



. In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety



having the structure: . In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments,~~

~~R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy.~~  
In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary  
embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup>  
is methyl.